

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Case No. 12-12020 (MG)  
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RESIDENTIAL CAPITAL, LLC, et al., ) Chapter 11  
 )  
Debtors. ) Jointly Administered  
 )  
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**ORDER UNDER BANKRUPTCY CODE SECTIONS 327(a) AND 328(a)  
APPROVING AMENDMENT TO ENGAGEMENT LETTER WITH  
CENTERVIEW PARTNERS LLC**

Upon the motion, (the “Motion”),<sup>1</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (the ”Order”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), approving the Amendment to the Engagement Letter with Centerview Partners LLC, investment banker to the Debtors; as more fully set forth in the Motion; and upon consideration of the declaration of Marc Puntus in support of the Motion (the “Puntus Declaration”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431 dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

that the relief requested herein is in the best interests of the Debtors' estates, their creditors and other parties in interest; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and a hearing having been held on January 29, 2013 to consider the relief requested in the Motion; and upon the record of the hearing, and of all of the proceedings had before the Court; and any objections to the Motion having been withdrawn, resolved or overruled; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is granted as set forth herein.
2. In accordance with Bankruptcy Code sections 327(a) and 328(a) and Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1, the Amendment is approved.
3. The Debtors' employment and retention of Centerview pursuant to the Retention Order is hereby amended in accordance with the Amendment.
4. In all other respects, the provisions of the Retention Order remain unchanged and in full force and effect.
5. To the extent that there may be any inconsistency between the terms of this Order and the Retention Order, the terms of this Order shall govern,
6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

8. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: January 31, 2013  
New York, New York

/s/Martin Glenn

MARTIN GLENN

United States Bankruptcy Judge